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August 25, 2004

BY OVERNIGHT DELIVERY

Tennessee Regulatory Authority
Ms. Sharla Dillon, Docket Room
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

RE: Application by Network US, Inc. d/b/a CA Affinity and Motion Telecom,
Inc. For Approval of an Asset Purchase Agreement
Docket No. 04-00242

Dear Ms. Dillon:

Please find responses to Data Request No. 1 in the above referenced docket.

1. *What other states have you filed this petition with and what have been the results?*

We have filed notice of the transaction which do not require approval in these states: AR, CA, CO, CT, FL, GA, ID, IL, IN, IA, KS, KY, ME, MA, MI, MT, NV, NH, NJ, NM, NC, ND, OH, OR, RI, SD, TX, UT, WA, WI

Applications have been approved or are pending approval in these states: AL, AZ, DE, LA, MD, MS, MO, NE, NY, OK, SC, VT, WV, WY

2. *In what other states are Motion Telecom, Inc. and NUS certificated and are currently doing business in?*

Motion Telecom is certificated in these states: AL, AZ, AR, CA, CO, CT, DE, FL, GA, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, (TN), TX, UT, VT, WA, WV, WI, WY

NUS is certificated in these states: AL, AR, AZ, CA, CO, CT, DE, FL, GA, IA, ID, IL, IN, KS, KY, LA, MA, MD, ME, MI, MN, MS, MO, MT, NC, ND, NE, NH, NJ, NM, NY, NV, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, WA, WI, WY, WV

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3. *Have you applied for approval from the FCC?*

Yes Filings have been made with the FCC as follows:

- 1) Transfer of Domestic authority with the Wireline Competition Bureau.
- 2) Transfer of the 214 with the International Bureau
- 3) Slamming Certification Letter with the Competition and Policy Division

4. *You state that this is a petition or application for an asset purchase agreement. Is NUS purchasing only the Motion Telecom assets in Tennessee and not the Company itself, or is this a transfer of control and ownership for Motion Telecom, Inc., nationwide? If not, please explain.*

No. This is not a transfer of control and ownership for Motion Telecom nationwide. Pursuant to an asset purchase agreement, NUS is purchasing substantially all of the telecommunications assets of Motion, including but not limited to the customer accounts. Following consummation of the transaction, Motion will withdraw its authority in every state and will no longer operate. NUS will operate as it has in the past. There is no transfer of control and ownership of Motion effected by this transaction.

5. *If it is a transfer of control please provide pre-transaction corporate organization charts for both parties and also a post organization corporate chart.*

Not applicable.

6. *Confirm that NUS will keep its CCN in its name and will continue to operate under its name for the foreseeable future.*

NUS will keep its CCN in its name and will continue to operate under its name for the foreseeable future.

7. *How many customers does Motion Telecom have in Tennessee? How many customers will NUS have assuming Motion Telecom's customers all remain with NUS?*

We have requested this information and will submit it as soon as possible.

8. *Assuming this is a transfer of control, when will it become effective?*

This is not a transfer of control. The assets will be transferred following all requisite regulatory approvals.

9. *Under which Tennessee Statutes or Authority Rules are you filing this application?*

This application is filed pursuant to Tennessee Code Ann. §§ 65-4-104 and 65-4-112.

Enclosed please find an original and thirteen (13) copies of this response. Please date stamp and return the enclosed extra copy of this letter in the envelope provided.

Please call me should you have any questions concerning this filing. Thank you for your assistance with this matter.

Sincerely,



EllenAnn G. Sands

Enclosures